

EXHIBIT A

REESE, ET AL v. CNH GLOBAL N.V., ET AL

SCOTT MACEY

January 15, 2014

Prepared for you by



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1 Q In the Re-Notice of Deposition there is a
2 request for documents.

3 Have you brought any documents today?

4 A I have not.

5 MR. RADTKE: Joshua, are you going to
6 provide any documents responsive to this?

7 MR. ROGACZEWSKI: I'll represent that there
8 are no documents responsive. We have not received an
9 additional bill from Mr. Macey in addition to the ones
10 that have been produced, and as well as there are
11 no -- Mr. Macey has no additional documents responsive
12 to the Subpoena that he has not already produced.

13 MR. RADTKE: Okay.

14 MR. ROGACZEWSKI: I mean, that's --
15 there's -- that's why nothing is being produced.

16 MR. RADTKE: All right. Okay. Thank you.

17 And just before we get started, I just want
18 to put something on the record, which is -- and I'm
19 not sure if you're aware of this. But there are some
20 documents that were requested by the Plaintiffs in
21 this case that are the subject of a Motion to Compel
22 Production of Documents; that Motion is pending in the
23 United States District Court for the Eastern District
24 of Michigan. And if the Motion to Compel is granted
25 and additional documents are required to be produced,

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1 we would reserve the right to take your deposition as
2 it relates to additional documents that are being
3 produced. Okay?

4 MR. ROGACZEWSKI: And that compels me to say
5 that of course we reserve the right to oppose those
6 attempts, and depending on what happens, we -- you
7 know, we'll do what is within our power under the
8 Rules as well.

9 BY MR. RADTKE:

10 Q Mr. Macey, what is your home address?

11 A 11 Sugar Mill Road, that's three words
12 counting "Road," Hillsborough,
13 H-I-L-L-S-B-O-R-O-U-G-H, New Jersey, 08844.

14 Q And how long have you lived at that address?

15 A Oh, 25 years or more.

16 Q Are you currently employed?

17 A I am.

18 Q And by whom are you employed?

19 A The ERISA Industry Committee, otherwise
20 known as ERIC.

21 Q What is your job title at ERIC?

22 A I'm President and Chief Executive Officer.

23 Q How long have you held that position?

24 A Approximately 18 months -- 19 months.

25 Approximately 19 months.

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1 Q Where did you work prior to ERIC?

2 A My immediate prior employer was the law firm
3 of Covington & Burling here in Washington, D.C.

4 Q And how long did you work for Covington &
5 Burling?

6 A A little over two years.

7 Q My recollection is when I took your
8 deposition in another retiree health care case called
9 Sloan V. BorgWarner, you were working at Covington
10 Burling; is that correct?

11 A Yeah. Do you recall what -- I forget when
12 you took -- when that other deposition was. But...

13 Q I believe it was in 2012.

14 A Okay. I worked at Covington & Burling until
15 the end of May 2012.

16 Q It was before May of 2012?

17 A Okay. So that would be correct.

18 Q You recall that deposition from the Sloan
19 case?

20 A Well, none of the details at this point.

21 Q Did you -- prior to coming in here today,
22 did you review the transcript in that case of your
23 deposition?

24 A No.

25 Q During that case we spent some time going

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1 interesting as your educational background is --

2 A Boring.

3 Q -- and your employment background is, I'd
4 like to not -- I'd like to skip over that, and based
5 on those assurances that you reviewed the transcript
6 and if you would have seen an error you would have
7 corrected it, then I'm going to skip over that so that
8 we can get to maybe more relevant information as it
9 relates to this, since you already had that in the
10 record at a deposition under oath at least once as it
11 relates to your background.

12 Okay. As the President and CEO of ERIC,
13 what are your job responsibilities?

14 A I'm charged with managing and overseeing the
15 general activities of the organization. I'm
16 responsible for its budget and finances and managing
17 the staff. I, you know, have communications and
18 interactions with the member representatives,
19 different employees from different companies that
20 are -- that are members, and, you know, at least
21 playing a role in the overall policy directions of the
22 organization. It's ultimately controlled by a Board
23 of Directors.

24 Q And what is ERIC?

25 MR. ROGACZEWSKI: Objection to form.

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1 A ERIC is a nonprofit trade association
2 focused on benefit and ERISA matters, primarily on
3 behalf of major plan sponsors.

4 Q Is that major employers? Or is it beyond
5 employers?

6 MR. ROGACZEWSKI: Objection to form.

7 A Major employers.

8 Q Do you have -- are there any labor unions
9 that are members of ERIC?

10 A No.

11 Q On behalf of ERIC, what are its general
12 activities?

13 A Keeping members well informed of issues and
14 developments regarding ERISA and employee benefits;
15 interacting with the Federal agencies that regulate
16 employee benefits on matters of importance, things
17 that they ask us about, and on their proposals
18 regarding regulations and guidance and things like
19 that; from time to time developing and filing amicus
20 briefs in cases of importance to the -- to the
21 members; monitoring interacting with Congress on major
22 or sometimes technical, substantive legislative
23 developments regarding benefits, ERISA, in some cases
24 the tax code and related laws.

25 I think that's probably at a high level what

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1 we do.

2 Q And with respect to -- I think you used the
3 word "members." Could you describe what a member is,
4 how that's defined?

5 A Yeah. A member is a -- is a plan sponsor
6 that has a significant number of employees that
7 sponsors benefit programs, retirement programs,
8 pensions, 401(k) plans, health plans, life insurance
9 and things like that, that has determined to join our
10 organization and assigns one or more people to be --
11 to interact with the organization, either to receive
12 our communications, to be on our conference calls, and
13 to come to meetings.

14 Q And do they pay a fee to become a member?

15 A They pay annual dues.

16 Q With respect to policy direction, who sets
17 the policy for ERIC?

18 A Ultimately the members, either directly
19 if -- if they're asked, or sometimes we will go out
20 with a mailing to members in general, should we be
21 concerned, are you concerned about this or not; if so,
22 let us know how. Sometimes the Board of Directors.
23 You know, rarely would staff, including me, alone
24 enunciate some policy position.

25 Q Who's on the Board of Directors?

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1 Q I'm going to just backtrack a little bit.

2 With respect to the lobbying activity that
3 you've engaged in during your career, have you ever
4 lobbied on behalf of a labor union?

5 A No.

6 Q Okay. And I think -- and I know you said
7 previously that ERIC doesn't have any labor union
8 members, correct?

9 A Correct.

10 Q With respect to the members, that's a
11 voluntary membership group for ERIC?

12 A Yes.

13 Q And they pay voluntary dues?

14 A Yes.

15 Q Okay. And your pay is out of the dues that
16 are received by ERIC?

17 A Well, out of the total budget, and the
18 budget is primarily dues.

19 Q Okay. Are there -- what other methods of --

20 A Oh, there might be a few payments for events
21 or, you know, monies collected on events. You know,
22 we collect money for amicus briefs and then, you know,
23 pay a law firm to prepare the brief, and it might not
24 match total exactly, dollar for dollar, of what we
25 collect, you know. But there's a lot of internal

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1 staff time put into all of that, so part of it will go
2 to defer those expenses. But the bulk of the
3 revenues, I'd say 95 percent, probably come from dues.

4 Q With respect to the positions that ERIC
5 takes, it's advocating on behalf of its members'
6 interests; is that accurate?

7 A I would -- yeah, I think that's a good
8 characterization.

9 Q And in advocating on behalf of its members'
10 interests, who are mostly large corporations,
11 sometimes those interests are in opposition to the
12 interests of retirees; is that accurate?

13 MR. ROGACZEWSKI: Object to the form.

14 A I guess that's just how -- it depends on how
15 you look at it. I think, you know, that -- I could
16 see there might be situations where either a union
17 representing employees or some employees or former
18 employees/retirees would consider that, but I don't --
19 you know, I don't inherently see that tension. A lot
20 of the -- an awful lot of what ERIC does is technical
21 stuff, technical substantive stuff, you know: How --
22 what does the Internal Revenue Code or ERISA require
23 regarding the design of plan; does state law or
24 Federal law apply to a -- a particular issue;
25 should -- should the Government mandate the provision

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1 of some type of requirement benefit.

2 And the reason I can say that that wouldn't
3 have an effect on our members' employees is because
4 they -- our members might take a position on that
5 because they don't like -- generally, they don't like
6 mandates from the Government on the design of
7 particular aspects of plans or the maintenance of
8 those plans. But they all have plans.

9 So if there was a mandate put in, they
10 wouldn't be affected by it. There are some bills over
11 the last few years that have been in there that looks
12 like, oh, every plan, every sponsor, every company has
13 to either have a plan or provide payroll withholding
14 to send money to some outside agency or a financial
15 company on behalf of employees. Our members wouldn't
16 be affected by that. That's our determination. But
17 they might say, well, you know, if we're asked, we
18 don't like that because we don't believe in mandates.
19 It might not be that we do a lot of lobbying on it,
20 but we're doing some lobbying on something else and
21 asked about that.

22 So, you know, I don't think -- is it
23 possible to have some tension between the ERIC
24 position and what the common sense says may be what
25 the union or employees might feel? Yeah, I guess it's

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1 possible. I don't think that's the -- just the normal
2 issue. I don't think there's an inherent tension.

3 Q If there is a tension, ERIC is going to
4 advocate on behalf of its members over the interests
5 of anyone who isn't a member, correct?

6 A Oh, that's true. There are times where we
7 stand down, where we say, well, let's -- you know,
8 let's stand by, let's not get involved in this issue.

9 Q Well, what I'm asking is a little different
10 than that.

11 What I'm asking is, if there is an issue
12 that could negatively impact employees or retirees
13 that ERIC's members want to see happen, that ERIC will
14 advocate on behalf of what its members want?

15 A Not --

16 MR. ROGACZEWSKI: Object to form.

17 A Not automatically. If -- you know, we have
18 a -- an Executive Committee, we have a Board of
19 Directors, we have influential members, and, you know,
20 there could be situations where, you know, we don't
21 want to do something on behalf of some members that
22 might aggravate another set of members, either because
23 of sensitivity to the issues or, even though it might
24 benefit some companies, they don't think it's a good
25 position to take, or something like that. So